

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	Case No. 01-01139 JKF
W.R. Grace & Co., <i>et al.</i>	:	(Jointly Administered)
	:	
Debtors.	:	

**DECLARATION OF JEFFREY M. BOERGER**

I, Jeffrey M. Boerger, do hereby declare as follows:

1. I am an attorney associated with the law firm of Drinker Biddle & Reath LLP, with offices at One Logan Square, 18<sup>th</sup> & Cherry Streets, Philadelphia, Pennsylvania 19103.
2. I am a member in good standing of the bars of the State of Illinois, the Commonwealth of Pennsylvania, and the State of New Jersey. I have been admitted to practice *pro hac vice* before this Court in the instant matter.
3. I represent Government Employees Insurance Company ("GEICO"), Republic Insurance Company n/k/a Starr Indemnity & Liability Company ("Republic"), and Seaton Insurance Company ("Seaton") in this matter.
4. I make this declaration in support of the Phase I Trial Brief of Government Employees Insurance Co., Republic Insurance Company n/k/a Starr Indemnity & Liability Company, and Seaton Insurance Company in Opposition to Confirmation of Amended Joint Plan of Reorganization ("Trial Brief"), as well as to put certain information and documents before the Court that are pertinent to the Trial Brief.
5. Attached as Exhibit 1 is a true and correct copy of the Declaration of Michael J. Powers Pursuant to 28 U.S.C. § 1746, executed May 19, 2009, and pertaining to certain insurance policies issued by GEICO and Republic.

6. Attached as Exhibit 2 is a true and correct copy of excerpts from the Deposition of Jeffrey Posner, taken and transcribed on May 6, 2009, including certain exhibits thereto.

7. Attached as Exhibit 3 is a true and correct copy of the Declaration of Michael J. Powers Pursuant to 28 U.S.C. § 1746, executed May 19, 2009, and pertaining to an insurance policy issued by Unigard Mutual Insurance Company, Seaton's predecessor in interest.

8. Attached as Exhibit 4 is a true and correct copy of excerpts from the Deposition of Peter Van N. Lockwood, taken and transcribed on May 1 and 4, 2009.

9. Attached as Exhibit 5 is a true and correct copy of excerpts from the Deposition of Richard Charles Finke, taken and transcribed on March 30, 2009.

10. Attached as Exhibit 6 is a true and correct copy of excerpts from the Deposition of David T. Austern, taken and transcribed on May 15, 2009.

11. Attached as Exhibit 7 is a true and correct copy of excerpts from the Deposition of Richard Finke, taken and transcribed on May 13, 2009, including certain exhibits thereto.

12. Attached as Exhibit 8 is a true and correct copy of the Complaint for Declaratory and Other Relief, filed on or about September 2, 2004 in an adversary proceeding before this Court entitled *The Scotts Company v. American Employers' Insurance Company, et al.*, Adv. No. 04-55083-JKF. This document was downloaded from the bankruptcy court's public electronic case filing system.

13. Attached as Exhibit 9 is a true and correct copy of the Class 6 Asbestos PI Claims (Indirect PI Trust Claims) Ballot provided to Seaton in connection with the solicitation and tabulation of votes to accept or reject the First Amended Joint Plan of Reorganization Under Chapter 1 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of

Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009.

14. Attached as Exhibit 10 is a true and correct copy of the Debtors' Response to Government Employees Insurance Company and Columbia Insurance Company's Requests for Admission, Interrogatories and Requests for Production of Documents, served on GEICO and Republic on or about March 6, 2009.

15. Attached as Exhibit 11 is a true and correct copy of the Declaration of Professor George L. Priest, dated March 31, 2009 (also available at Dkt. No. 21167).

16. Attached as Exhibit 12 is a true and correct copy of the Objections and Responses of the Official Committee of Asbestos Personal Injury Claimants to Discovery Requests Propounded by Government Employees Insurance Company and Columbia Insurance Company, served on GEICO and Republic on or about March 6, 2009.

17. Attached as Exhibit 13 is a true and correct copy of the Asbestos PI Future Claimants' Representative's Response to Government Employees Insurance Company and Columbia Insurance Company's Requests for Admission, Interrogatories and Requests for Production of Documents, served on GEICO and Republic on or about March 6, 2009.

18. Attached as Exhibit 14 is a true and correct copy of the Expert Report of James B. Shein, dated March 16, 2009 (also available at Dkt. No. 21020).

19. Attached as Exhibit 15 is a true and correct copy of the Memorandum Order signed and entered on or about December 7, 2005 in a bankruptcy appeal before the United States District Court for the Western District of Pennsylvania entitled *In re Pittsburgh Corning Corporation*, Case No. 2:04-cv-1199-DSC. This document was downloaded from the district court's public electronic case filing system.

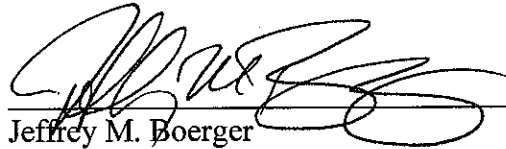
20. Attached as Exhibit 16 is a true and correct copy of excerpts from the Congressional Record, 140 Cong. Rec. H10752, H10765 (daily ed. Oct. 4, 1994), *available at* 1994 WL 545773.

21. Attached as Exhibit 17 is a true and correct copy of excerpts from the Congressional Record, 140 Cong. Rec. S4521, S4523 (daily ed. Apr. 20, 1994), *available at* 1994 WL 139961.

22. Attached as Exhibit 18 is a true and correct copy of excerpts from the Congressional Record, 140 Cong. Rec. S14461, S14464 (daily ed. Oct. 6, 1994), *available at* 1994 WL 553390.

23. Attached as Exhibit 19 is a true and correct copy of the Expert Report of H. Sean Mathis, dated March 16, 2009 (also available at Dkt. No. 21019), and a subsequent Notice of Correction to the Expert Report of H. Sean Mathis, dated March 26, 2009 (also available at Dkt. No. 21127).

I, Jeffrey M. Boerger, do hereby declare under penalty of perjury that the foregoing is true and correct. Executed on June 1, 2009 at Philadelphia, Pennsylvania.

  
Jeffrey M. Boerger